



BYLAWS

Amended on August 16, 2019

ARTICLE I - NAME

A. The name of this organization shall be the Norfolk Task Force on Aging, also known as NTFA, (hereinafter "Task Force").

ARTICLE II - PURPOSE, MISSION, AND VISION

A. *Purpose:* The Task Force will serve as a forum to share information, promote interagency understanding, and to work together as advocates, educators and legislative motivators to address the issues of older adults. The Task Force will also work with the Norfolk Mayor's Commission on Aging to host and maintain the City of Norfolk Senior Resource Guide and make the Guide available to citizens through the Task Force website.

B. *Mission:* The Task Force is a non-profit group of professionals and individuals who are dedicated to improving the quality of life for seniors throughout the City of Norfolk community through charitable, educational and motivational means promoting interagency awareness and collaboration.

C. *Vision:* To impact the lives of older adults in Norfolk by serving as a facilitator for members to create positive social change, encourage legislative activism, provide education, and promote interagency cooperation.

ARTICLE III - MEMBERSHIP

A. *Eligibility to Attend:* All interested persons. Attendees need not be affiliated with a business or senior agency to attend a Task Force meeting.

B. *Voting Membership:* All those who are current in having paid their annual dues.

C. *Membership Options*: Members need not be affiliated with a business or senior agency to become a member; members need only be dedicated to our purpose and remain current on dues. The Task Force accepts individual and business members at their respective rate for membership dues. Membership dues are to be paid to the Treasurer directly or by using the PayPal interface on the Task Force website. As of August 16, 2019, the membership dues are as follows:

- Individual: \$40.00 (paid annually; due at time of registration and every January); an individual membership is non-transferable and only applies to the individual for whom it was purchased. Citizens interested in the purpose and work of the Task Force can join as individual members.
- Business: \$40.00 (paid annually; due at time of registration and every January); a business membership applies to one representative of that business to attend per meeting. The business membership is transferable within the annual dues paying year when a business representative changes. *Multiple business memberships representing staff with an interest in the purpose and activities of the Task Force are welcome and encouraged.*
- Seniors: Any senior age 65 and over who is not representing a business or non-profit interest but wishes to be a member solely to advocate and represent the older adult community as a private citizen can apply for membership and have their dues reduced to \$20.00. Their membership benefits will still include the right to vote on bylaw changes, Board Committee members, and other pertinent matters as outlined in the bylaws.
- Visitors: individuals and business representatives may attend one meeting prior to membership commitment Board Members of other Task Forces may attend without paying membership dues. Visitors do not have any voting rights.
- Honorary: Honorary membership shall be extended to individuals and groups who have made significant contributions to the field of aging. These members shall enjoy all rights of membership. No dues will be charged to this class of membership and they shall not be included in the quorum.

ARTICLE IV - EXECUTIVE BOARD AND OFFICERS

A. The Executive Board is the governing body of the Task Force; ensures it stays focused on its purpose, mission, and vision; and acts on any matters that arise between regular meetings requiring immediate attention. The Executive Board is a voluntary body and it is in no way compensated for its labor. Executive Board meetings shall occur at least quarterly, and more frequently should the Chairperson deem necessary. Business of note conducted by the Executive Board shall be reported to the Task Force voting membership at the following regularly scheduled Task Force meeting. The Executive Board shall also review the Task

Force's Fiscal Year financial records annually in December and present a written report at the February membership monthly meeting.

B. The Officers of the Task Force shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer. These Officers make up the Executive Board of the Task Force. Officers shall be elected by and serve at the discretion of the Task Force voting membership. The Executive Board serves as the governing body of the Task Force. For voting purposes, a majority vote, is required for approval by the Executive Board where required. In the event that the Board cannot reach resolution on a matter, it may be brought to the voting membership for a simple majority vote approval.

The general duties of the Officers will be to:

1. Serve for an initial term of two (2) years. Officers may serve additional terms or serve in different Officer roles.
2. Participate in any scheduled meetings of The Greater Hampton Roads Coalition on Aging. At least one (1) of the four (4) Executive Board Officers must attend to present updates, current projects, and goals of the Norfolk Task Force to the Coalition and to relay learned information back to the Task Force at the next monthly meeting. *No less than one (1) Officers are expected to be in attendance.*
3. *The Chairperson:* This is the Chief Executive of the Task Force. The Chair of the Task Force should be a leader and a mentor; should be able to deal effectively with multiple priorities; should have a solid working knowledge of the Task Force bylaws, policies, and finances; and should have strong interpersonal communication and computer skills. The duties of the Chairperson will be to:
 - a. Preside over all Executive Board and Task Force General Membership meetings;
 - b. Prepare an agenda for each Executive Board and Task Force General Membership meeting, in conjunction with the Executive Board;
 - c. Call and prepare an agenda for any additional meetings when deemed necessary;
 - d. Convene committees when deemed necessary and approved by the Executive Board;
 - e. Works with the Secretary to ensure Task Force bylaws reflect current needs of Executive Board and Task Force operations and membership suggestions;
 - f. Works with Treasurer to monitor finances and to review documentation in full monthly and annually;
 - g. Be an ex-officio member of all standing committees;
 - h. Maintains communication with Task Force membership to ensure their concerns are being brought to the Executive Board appropriately;

- i. Perform other duties as requested by the Task Force Executive Board or voting membership; and,
 - j. Represent the Task Force at the Norfolk Mayor's Commission on Aging meetings on the first Thursday of each meeting month.
4. *The Vice-Chairperson:* This position assists the Chair and acts as authority in the Chair's absence. The Vice-Chair of the Task Force should be a leader and a mentor; should be skilled in planning; should be skilled in public speaking; should have a have a solid working knowledge of the Task Force bylaws, policies, and finances; and should have strong interpersonal communication and computer skills. The duties of the Vice-Chairperson will be to:
- a. Perform the duties of the Chairperson in his/her absence;
 - b. Act as the Program Committee Chair by securing Task Force meeting locations/hosts as well as coordinating, arranging, and introducing Task Force General Membership meeting programs/speakers;
 - c. Close and frequent interaction with members of the Executive Board to ensure smooth operation and, in change of term years, to ensure smooth transition of information for incoming Officers;
 - d. Assist the Chairperson in his/her duties when necessary and appropriate; and,
 - e. Perform other duties as requested by the Task Force Executive Board or voting membership.
5. *The Secretary:* This position acts as chief recorder of all meetings that the Chairperson presides over and is the custodian of administrative procedures, records, and Executive Board and Task Force General Meeting minutes. The Secretary should have good listening skills; should be skilled in oral and written means of communication; should have a have a solid working knowledge of and ability to interpret the Task Force bylaws and policies; and should have strong organizational, interpersonal communication and computer skills. The duties of the Secretary will be to:
- a. Record and transcribe the proceedings of all Task Force General Membership meetings;
 - b. Record, transcribe and present to membership the proceedings of all Executive Board meetings;
 - c. Provide the members of the Executive Board and Task Force voting membership with the minutes of all meetings of record;
 - d. Provide voting members of the Task Force with a reminder of general meeting to include the scheduled program at least seven (7) days prior to the next scheduled meeting;
 - e. Send meeting reminders, meeting Agenda, and previous meeting minutes to Task Force voting members at least three (3) business days prior to the monthly meeting;

- f. Send weekly announcements to membership;
 - g. Keeps copies of goals and objectives and minutes of other standing committees as provided by chairs for full historical record-keeping;
 - h. Works with the Chairperson to ensure Task Force bylaws reflect current needs of Executive Board and Task Force operations and membership suggestions; and,
 - i. Perform other duties as requested by the Task Force Executive Board or voting membership.
6. *The Treasurer:* This position is the Chief Financial Officer of the Task Force and acts as the custodian of the Task Force funds. The Treasurer should be detail-oriented; should be able to complete basic budgeting and reporting duties; should be able to stay organized and work under pressure tactfully; should be able to meet deadlines; should have a solid working knowledge of the Task Force bylaws, policies, and finances; and should have strong interpersonal communication and computer skills. The duties of the Treasurer will be to:
- a. Maintain accurate Task Force financial records;
 - b. Maintain a bank account and update signature cards and banking information on behalf of the Task Force;
 - c. Serve as the custodian of the Task Force checkbook and debit cards;
 - d. Reconcile all bank statements for the Task Force;
 - e. Collect, deposit, and disburse all funds, to include membership dues, for the Task Force as approved by the bylaws;
 - f. Present Treasurer's Report to the Task Force each month;
 - g. Provide Executive Board members with monthly membership updates;
 - h. Works with Chairperson to monitor finances and to review documentation in full monthly and annually;
 - i. Act as the Secretary when the Secretary is absent;
 - j. Share responsibility of maintaining current Task Force Member List with the Membership Committee Chair, if so appointed; and
 - k. Perform other duties as requested by the Task Force Executive Board or voting membership.
7. The last article here speaks to circumstances in which an Officer vacancy might be created and how that would be handled within the Task Force.
- a. *Resignation:* In the event that an Officer must step down from their position prior to the end of their term, the remaining current Officers will select potential candidates from the Task Force voting membership and present the slate of nominees at the next General meeting. The Officer will be chosen by a majority vote of eligible voting members present at the regularly scheduled meeting.
 - b. *Leave of Absence:* If an Officer must take a leave of absence for any reason, the Executive Board can select a member of the voting membership of the Task

Force to fill the vacancy, if needed. The substitute would be subject to step down from the position upon the return of the Officer and, should the Officer's term end during his/her leave of absence, the substitute would step down at that time as well.

- c. *Removal:* In the event that an Officer of the Executive Board is in breach of their duties in a way that may be perceived as mismanaging the Task Force, could cause criminal liability, or in any other way could harm or malign the reputation of the Task Force, the Officers of the Executive Board may censure that Officer. A majority vote of the Executive Board would be required for censure. A censure is a reprimand of an Officer. Conduct worthy of censure may include but is not limited to: disruption of meetings (shouting, use of profanity, engaging in personal attacks against fellow Officers, etc.), breach of confidences, interference with Task Force operations, breach of fiduciary duties, improper behavior toward members, or undisclosed conflicts of interest. If the Officer chooses not to step down, the Executive Board reserves the right to proceed with relief as a majority sees fit. In order for a complete removal of the Officer in question, the removal must be approved by a majority vote of eligible voting members present at the regularly scheduled meeting.

ARTICLE V - ELECTION OF OFFICERS

- A. March 1 through February 28 (29) shall constitute a year for the purpose of election.
- B. The Executive Board Officers serve a term of two years and shall not succeed themselves for more than two terms (4 years). Officers filling unexpired terms shall be eligible for re-election for two additional terms.
- C. In the second year of the Officers' terms, the voting members shall appoint a Committee Chair of the Nominating Committee at the October meeting. The Committee Chair of the Nominating Committee shall solicit and select at least two (2) additional Nominating Committee members. The Nominating Committee shall develop a slate of Executive Board Officer nominees.
- D. The slate of Executive Board Officer nominees shall be presented to the Task Force voting membership and nominations from the floor, with the nominee's consent, will be accepted at the November meeting.
- E. The Task Force members shall vote on the Executive Board nominees at the December meeting, and the new officers shall be elected by a majority vote of eligible voting members present. The new Executive Board Officers will be installed at the following February meeting and assume positions March 1.

- F. Any vacancies occurring in the offices shall be filled by a special election at any regularly scheduled General Membership meeting, with prior notice in writing to the membership. Officers filling an unexpired term shall assume their duties upon election.

ARTICLE VI - MEETINGS

- A. The Norfolk Task Force on Aging shall hold regular meetings on the third Friday of every month, except June and July, at 8:30 a.m., unless the voting members are otherwise notified, at a place to be determined by the Task Force. From 8:30 a.m. to 9:00 a.m., members shall meet informally for networking and breakfast. The official meeting shall come to order at 9:00 a.m. The conduct of regularly scheduled meetings shall follow a prepared agenda. At each meeting, members may have an opportunity to introduce themselves, and the time for such introduction shall be limited by the Chairperson.
- B. The General Membership meeting in February shall be known as the Annual Meeting and shall be for the purpose of installing new Officers in election years, reviewing the annual budget, receiving reports of officers and committees and for any other business that may arise.
- C. Special meetings may be called by either the Chair, the Executive Committee or upon the written request of ten (10) members of the Task Force. The purpose of the meeting shall be stated in the call. At least five (5) business days' notice shall be given for a called meeting.
- D. Fifteen percent (15%) of the membership shall constitute a quorum.
- E. Additional committees shall meet at a time and location as they deem necessary to accomplish their respective goals.
- F. The Chair may call special meetings of the Task Force as deemed necessary.
- G. Executive Board Meetings:
 - 1. Shall be held at least quarterly with the calendar to be set at an initial meeting to take place no later than the third week in February. A draft agenda of Task Force General Meetings and Executive should also be set at this meeting as well as an annual budget, including projected scholarships/charitable gifts, to be presented at the following General Membership meeting in March.
 - 2. All business transacted by the Executive Board shall be recorded by the Secretary and reported to the Task Force at the next General Membership meeting.

3. Shall include all Officers and Committee Chairs, should an individual not be available to attend a standing meeting a report shall be provided to the Chairperson to present in the individual's absence.
4. Executive Board Officers shall not miss more than two (2) Executive Board meetings per term year to remain an Officer, unless otherwise determined by the Executive Board for extenuating circumstances.

ARTICLE VII - COMMITTEES

- A. Outside of the Executive Board, there shall be several standing committees to support and amplify the work of the Task Force. The standing committees shall be the Community Outreach/Communications Committee, Program Committee, Scholarship Committee, Membership Committee and Nominating Committee (on election years as outlined above).
- B. Other committees may be convened by the Chairperson as necessary and approved by the Executive Board.
- C. For historical purposes, previous standing committees have been: Audit, Elder Abuse Prevention, Housing, Legislative, Norfolk Senior Olympics, and Ways and Means.
- D. Committee Chairs will be solicited from voting membership with final approval to come from the Executive Board, to whom the Committee Chairs will report. Committee Chairs shall present in writing the goals, objectives, and budget needs of their respective committees to the Executive Board and minutes of meetings should be submitted to the Secretary to be kept as part of Task Force documentation. For the conduct of official business, a majority of committee members must be present.
- E. Definition and Tasks of Standing Committees:
 1. The Community Outreach/Communications Committee: The purpose of the committee is to reach out to maintain the website, community communications, hosting of Senior Resource Guide and assist the Chairperson in maintaining social media accounts and activity to members and key community agents to grow and retain membership, and actively seek meaningful ways in which the Task Force can engage with the community to educate them about the Task Force as well as opportunities to assist seniors. The committee can also develop opportunities to partner with other advocates, educators and legislative activist to optimize resources in serving seniors. The Committee Chair reports to the Executive Board, specifically the Chairperson, and should have leadership skills as well as strong interpersonal communication skills and computer skills. The committee can be chaired by any member of the voting membership as well as

additional members from the voting membership or Executive Board. Membership on this committee should not exceed five (5) members. Business of note conducted at the Community Outreach/Communications Committee meetings shall be reported to the Task Force voting membership at the following regular Task Force meeting.

2. Membership Committee: The purpose of the committee is to best position the Task Force to support increased community involvement and outreach projects through the recruitment and retention of local citizens and healthcare professionals who have direct ties to the Hampton Roads community as well as to help to provide a balanced perspective concerning the challenges facing seniors. The Committee Chair reports to the Executive Board, specifically the Treasurer, and should have leadership skills as well as strong interpersonal communication skills and computer skills. The committee can be chaired by any member of the voting membership as well as additional members from the voting membership or Executive Board. Membership on this committee should not exceed five (5) to ten (10) members. Business of note conducted at the Membership Committee meetings shall be reported to the Task Force voting membership at the following regular Task Force meeting.
3. Program Committee shall be responsible for coordinating the speaker/program for the Task Force meetings. In addition to scheduling the speakers, this committee is also responsible for identifying organizations/facilities to host the meetings and developing the annual (January – December) meeting schedule listing the date, location and programs of the Task Force meetings. The committee is also responsible for coordinating special events, which address the purpose of the Task Force such as, but not limited to, the CNA Recognition Program. The Vice-Chair of the Task Force shall serve as the Chair.
1. Scholarship Committee shall distribute scholarships and charitable gifts to non-profits and/or to the student populations at the discretion of the Executive Board and approved by majority vote of the voting membership. The Executive Board shall prepare an annual budget for the Scholarship Committee. The Scholarship Committee shall create, maintain, and accept applications from the community March through September. The Scholarship Committee shall be responsible for soliciting candidates and notifying candidates of acceptance or denial. The Scholarship Committee shall present a slate of applicants to the voting membership for vote on the deserving candidates and the amount at the October General Membership meeting. The Scholarship Committee shall announce the winners at the November General Membership meeting. Scholarships and/or charitable gifts will be distributed to the deserving non-profit and/or students at the December meeting.

ARTICLE VIII - FINANCIAL PROCEDURES

- A. The fiscal year shall follow the term year of March 1 – February 28 (29)
- B. The Treasurer is the Chief Financial Officer for the Task Force and acts as the custodian of the Task Force funds and financial records. All incoming and outgoing funds must go through the Treasurer to ensure proper handling of funds. As part of his/her duty, the Treasurer works with the Executive Board to review the Task Force Fiscal Year's financial records annually in January, reconcile all the debits and credits, and present a written report at the following February Task Force General Membership meeting.
- C. If funds are needed on behalf of Task Force business, requests must be made to the Executive Board. The Committee Chair must submit their budget and request in writing to the Executive Board for approval. The Chairperson and Treasurer will determine whether the request is in line with the budget before issuing an approval. Unapproved requests are not guaranteed reimbursement.
- D. All expenses made on behalf of the Task Force, either directly with Task Force funds, or for reimbursement from the Task Force, must have an accompanying receipt with an itemized detail to explain the charges in full. This is necessary to preserve the integrity of our bookkeeping as well as protect our non-profit status.
- E. Only the Treasurer is in possession of the Task Force checkbook and debit/credit cards. Only the Treasurer is to issue checks or make payment on the debit/credit cards to ensure accountability. The Treasurer is expected to supply receipts and itemized documentation in his/her reports to the Executive Board and Task Force voting membership. In the event that the Treasurer is unable to make an Executive Board approved purchase, the Chairperson may issue a check but must provide a receipt with an itemized detail explaining the charge(s).
- F. Only the Treasurer and the Chairperson shall be on the signature cards for the bank account.
- G. Committee Chairs are responsible for submitting a budget to the Executive Board for any financial needs or income they may generate. It is their responsibility to work with the Treasurer to submit financial requests in a timely fashion and to provide receipts and itemized details on all expenses incurred. The Executive Board reserves the right to withhold funds or reimbursements if this procedure is not followed. They must also provide a full account of any income that may be generated for the Task Force from events or drives so those funds may be properly credited to the correct accounts.

- H. The Executive Board reserves the right to request original receipts or further detail on any items submitted for payment from Task Force accounts.

ARTICLE IX - JOINT VENTURES WITH OTHER AREA SENIOR TASK FORCES

- A. To increase the impact on any legislative objectives, the Task Force may organize and host a joint legislative reception with other organizations of similar interest. These legislative receptions will target the provision of specific information to members of the General Assembly and their staffs. The focus group will be those members of the General Assembly representing the Tidewater Region and those that are assigned to specific legislative committees.
- B. If a Legislative Event Committee should be formed, the Chair of this Committee would report directly to the Chairperson of the Executive Board.
- C. Board or Committee Chair members of Other Area Senior Task Forces in the Tidewater region may attend General Membership meetings of NTFA without being a dues paying member. This is a courtesy extended to increase interagency understanding and cooperation. As such, attendees will not be entitled to vote on bylaw changes, Board Committee members, and other pertinent matters as outlined in the bylaws.

ARTICLE X - AMENDMENT OF BYLAWS

- A. Bylaws set forth the operation and execution of duties of the Task Force. They are reviewed annually by the Executive Board and amended if and as necessary. Voting members are invited to submit recommendations or suggestions for review to the Executive Board at any time.
- B. Notice of any proposed changes in these Bylaws must be received in writing by voting membership one (1) week prior to the meeting during which they will be considered.
- C. Bylaws may be amended by a majority vote of eligible voting members present at a regularly scheduled meeting.
- D. Any amendment to the Bylaws will be endorsed by the Chairperson and Secretary of the Task Force.
- E. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Task Force in all activities to which they are applicable and in which they are not consistent with these Bylaws.

WHEREFORE, by action and consent of the members of the Norfolk Task Force on Aging on August 16, 2019, we affix our signatures and declare these to be the Bylaws of the Task Force.

Chairperson

Secretary